

## THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Exit Offer Letter (Hereinafter referred as “Offer Letter” or “Exit Offer”) is in pursuance of Order dated July 14, 2023 passed by the Hon’ble National Company Law Tribunal (NCLT), New Delhi Court-VI in IA No. 5343/ND/2022 in CPIB 227/ND/2021 and in terms of the approved Resolution Plan under section 31(1) of the Insolvency and Bankruptcy Code, 2016, in respect of providing exit option to Shareholders.

### EXIT OFFER

To the Shareholders of **Shri Krishna Prasadam Limited (“THE COMPANY”)** having CIN-L70200DL2009PLC190708, Registered office situated at H. No. A-19-A, Third Floor, Front Side, Rewari Line, Industrial Area, Maya Puri, Phase II, Maya Puri, South West Delhi, New Delhi-110064, India, Tel. No.: +919870414164, and Email Id: [csskpl121@gmail.com](mailto:csskpl121@gmail.com).

### FROM

**M/s Newage Intermediaries LLP (“RESOLUTION APPLICANT”)** having registered office situated at 5<sup>th</sup> Floor GRD, Plot 251, Tanibai Niwas David S Baretto Road, Wadala Rly Station, Wadala, Mumbai, Maharashtra 400031, Tel. No. 9320060422, Email: [newageintermediariesllp@gmail.com](mailto:newageintermediariesllp@gmail.com), (Hereinafter referred as “Resolution Applicant”) is providing an exit opportunity to all the Shareholders of the Company in this Offer Letter.

In pursuance of Order dated July 14, 2023, passed by the Hon’ble National Company Law Tribunal (NCLT), New Delhi Court-VI in IA No. 5343/ND/2022 in CP IB 227/ND/2021, and the approved Resolution Plan under section 31(1) of the Insolvency and Bankruptcy Code, 2016, the Resolution Applicant is inviting you (all Shareholders of the Company) to tender your Fully Paid-up Equity Shares of face value Rs. 10/- (Rupees Ten only) each, of the Company, at a price of **Rs. 0.10/- (Ten Paise Only)** per fully paid-up equity share, in cash.

If you wish to tender your equity shares to the Resolution Applicant, you should:

- read this Offer Letter and the instructions herein;
- fill and sign the accompanying '**Form of Acceptance**' in accordance with the instructions as mentioned in Offer Letter;
- submit your '**Form of Acceptance**' along with signed copy of Depository Instructions Slip accompanied with other relevant documents as set out in this '**Offer Letter**' by hand delivery or you may submit by registered post, speed post or courier only (at your own cost and risk), clearly marking the envelope “Shri Krishna Prasadam Limited–Exit Offer” to H. No. A-19-A, Third Floor, Front Side, Rewari Line, Industrial Area, Maya Puri, Phase II, Maya Puri, South West Delhi, New Delhi-110064, India, so that it is received on or before 05:00 P.M. on the Closing Date, namely Friday, 15<sup>th</sup> day of November, 2024 or the extended date, as the case may be.

### IMPORTANT DATES

Event	Day	Date
Date of Opening of Offer	Monday	11 <sup>th</sup> November, 2024
Date of Closure of Offer	Friday	15 <sup>th</sup> November, 2024
Last date of Payment	Friday	15 <sup>th</sup> November, 2024

Dear Shareholder(s),

**Subject: Invitation to tender Equity Shares held by you in the Company pursuant to Order dated July 14, 2023 passed by the Hon'ble National Company Law Tribunal (NCLT), New Delhi Court-VI in IA No.5343/ND/2022 in CP IB 227/ND/2021 and in terms of the approved Resolution Plan under section 31(1) of the Insolvency and Bankruptcy Code, 2016**

The Resolution Applicant of Shri Krishna Prasadam”) Limited (“**the Company** is providing an exit opportunity to the Shareholders of the Company, pursuant to the Order dated July 14, 2023, passed by the Hon'ble National Company Law Tribunal (NCLT), New Delhi Court-VI in IA No. 5343/ND/2022 in CP IB 227/ND/2021 and in terms of the approved Resolution Plan under section 31(1) of the Insolvency and Bankruptcy Code, 2016.

**I. BACKGROUND OF THE OFFER:**

- a) The Equity Shares of the Company are listed on the BSE Limited (BSE).
- b) Mr. Jaswant Singh, Resolution Professional of Shri Krishna Prasadam Limited by invoking the provisions of section 30(6) of the Insolvency and Bankruptcy Code, 2016 ('the Code' or 'IBC') read with regulation 39(4) of the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations, 2016 ('CIRP Regulation') for approval of a Resolution Plan in respect of Shri Krishna Prasadam Limited.
- c) The underlying Company Petition in CP IB 227/ND/2021 was filed by Capital Finance and Investment LLP, the Financial Creditor, under section 7 of the Insolvency and Bankruptcy Code 2016 which was admitted vide order dated 14-03-2022.
- d) The Applicant herein, Mr. Jaswant Singh (IBBI Reg. No. IBBI/IPA-002/IP-N00372/2017-2018/11135) was appointed as the Interim Resolution Professional (IRP). He was later confirmed as the Resolution Professional of the Corporate Debtor at the first meeting of the Committee of Creditors (CoC) on 18-04-2022.
- e) The IRP made public announcement on 22.03.2022 in Financial Express (English Language) and in Jansatta (Hindi Language) in Delhi regarding initiation of Corporate Insolvency Resolution Process ('CIRP') and collected proof of claims from the Financial and Operational Creditors, Workers and Employees of the Company in the specified forms. The applicant states he received claims from 2 (two) Unsecured Financial Creditors.
- f) Accordingly, the CoC was constituted on 04.07.2022 with 2 (two) Unsecured Financial Creditors and a total of 7 (Seven) CoC meetings have been held during CIRP period on 18.04.2022; 04.06.2022; 04.07.2022; 14.07.2022; 25.08.2022; 08.09.2022 and 21.09.2022
- g) In terms of the provisions of section 25(2)(h) of the Code read with regulation 36B of the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations, 2016, (“**CIRP Regulations**”) invitations in Form 'G' for Expressions of Interest (**'EOI'**) from potential Resolution Applicants was published on 05.06.2022 for submission of Resolution Plans for the Corporate Debtor.
- h) In response to the invitation for EOI, a final list of Prospective Resolution Applicants (**'PRAs'**) was issued on 24.07.2022.

- i) In the 7<sup>th</sup> CoC meeting dated 21.09.2022, the CoC declared Newage Intermediaries LLP as the successful Resolution Application. The CoC approved the Resolution Plan of Newage Intermediaries LLP ("**Resolution Applicant**") with 100% vote.
- j) The Hon'ble National Company Law Tribunal (NCLT), New Delhi Court-VI in IA No. 5343/ND/2022 in CP IB 227/ND/2021 and in terms of the approved Resolution Plan under section 31(1) of the Insolvency and Bankruptcy Code, 2016, vide its order dated July 14, 2023, have approved measures required for implementation of the Resolution Plan in terms of Regulation 37 and Regulation 39 of CIRP Regulations, inter alia, requiring providing of purchase of Equity Shares of the existing shareholders at Rs. 0.10/- (Ten paisa Only) per fully Paid-up Equity Shares of the Company.
- k) Newage Intermediaries LLP, Resolution Applicant of the Company is providing exit opportunity to the existing Shareholders of the Company in terms Order dated July 14, 2023 passed by the Hon'ble National Company Law Tribunal (NCLT), New Delhi Court-VI in IA No. 5343/ND/2022 in CP IB 227/ND/2021 and in terms of the approved Resolution Plan under section 31(1) of the Insolvency and Bankruptcy Code, 2016.
- l) In view of the above, Resolution Applicant hereby provides exit opportunity to the Shareholders of the Company at a price of **Rs. 0.10 (Ten paisa Only)** per fully Paid-up Equity Shares and Shareholders are being invited to tender their fully paid-up equity shares of Rs. 10/- (Rupees Ten Only) each at the Offer Price as approved by the Hon'ble NCLT.

## II. OFFER PRICE:

- a) The Offer Price is Re. 0.10 (Ten paisa Only) per fully paid-up equity shares of Rs. 10/- (Rupees Ten Only).
- b) The Offer Price is determined in terms Order dated July 14, 2023 passed by the Hon'ble National Company Law Tribunal (NCLT), New Delhi Court-VI in IA No. 5343/ND/2022 in CP IB 227/ND/2021 and in terms of the approved Resolution Plan under section 31(1) of the Insolvency and Bankruptcy Code, 2016.
- c) In view of above, Resolution Applicant decided to provide exit offer to all the existing shareholders of the Company at the above said exit price as approved by the Hon'ble NCLT.

## III. FINANCIAL ARRANGEMENT

- a) The Resolution Applicant of the Company has opened a bank account with ICICI Bank at Wadala Mumbai branch bearing Account No. 087405500727, for making payment for shares tendered by existing shareholders.

## IV. SPECIFIED DATE

This Exit Offer Letter is being sent to the shareholders of the Company whose names appear in the Register of Member / Beneficial Owner maintained by the Registrar and Share Transfer Agent / Depositories, as the case may be, as on [15<sup>th</sup> November, 2024], being the Specified Date.

## V. OFFER PROCESS

We hereby request you to kindly comply with the requirements as mentioned herein, to avail of the Exit Offer.

**a. Tendering of Shares**

- i. All Equity Shareholders are eligible to participate in this Exit Offer at any time during the tendering period of this Offer.
- ii. The Equity Shareholders who wish to tender their Equity Shares pursuant to this Exit Offer will be required to send Depository Instructions Slip and From of Acceptance duly signed and filled along with the required documents mentioned below at point no. B to the Newage Intermediaries LLP, either by hand delivery or by registered post or by courier between 10:00 A.M. to 05:00 P.M. on any working day during the offer period.
- iii. In the event of any Shareholder not received or misplaced the Exit Offer Letter, may send his/her consent, to the Newage Intermediaries LLP, on a plain paper stating the name, address, contact number, DP ID & Client ID, number of shares held, number of shares offered, along with the documents as mentioned below, so as to reach the Company on or before the date of closing of Exit Offer Period.
- iv. The Company has provided the facility of dematerialized and the equity shares of the Company can be dematerialized under ISIN No: INE009Q01019.
- v. In this Exit Offer, the Shareholders who are holding Equity Shares in physical form and are desirous of tendering their Equity Shares in the Exit Offer can do so only after the Equity Shares are dematerialized.
- vi. Such Shareholders are advised to approach any DP to have their Equity Shares dematerialized. After getting the shares dematerialized, the shareholders are requested to follow the procedure as mentioned at point (b) below.

**b. Equity Shareholders who wish to tender their respective Equity Shares in the Exit Offer are required to submit the following:**

The Beneficial Owners and Shareholders holding shares in the **dematerialized form**, will be required to send their **form of acceptance** and signed copy of Depository Instructions Slip (DIS), Cancelled Cheque, Self-attested copy of PAN Card and other documents to the Company, Newage Intermediaries LLP, at 5 Floor GRD, Plot 251, Tanibai Niwas David S Baretto Road, Wadala Rly Station, Wadala Mumbai City Maharashtra-400031, either by registered post/ courier or by hand delivery, along with a photocopy of the delivery instructions in "Off-market" mode or counterfoil of the delivery instructions in "Off-market" mode, duly acknowledged by the depository participant ("DP"), in favour of "**Shri Krishna Prasadam Limited**" filled in as per the instructions given below:

Name of Depository	National Securities Depository Limited
Name of Depository Participant	Nikunj Stock Brokers Limited
Depository Participant's ID Client ID No.	10114347
ISIN No.	INE009Q01019

Shareholders are advised to ensure that the Form of Acceptance and other relevant documents are completed in all respects, otherwise the same is liable to be rejected.

***Please note that all such transfers should be in off-market mode. Failure to credit your dematerialized equity shares into the Depository Account will result in your tender being invalid.***

Shareholders who hold their Equity Shares through National Securities Depository Limited (NSDL) will have to execute inter-depository delivery instructions for the purpose of crediting their Offer Shares in favour of the Depository Account of the Acquirer.

All transfers should be in off-market mode. It is the responsibility of the Shareholders to ensure that their equity shares are credited in favour of the Depository Account of the Acquirer and their Form of Acceptance reaches the Company to the Exit Offer on or before the last date of the Exit Period.

**Other documents:**

- i. In the case of Shareholders other than individual / HUFs, any documents, such as a copy of a power of attorney, board resolution, authorization with specimen signature, etc., as applicable and required in respect of support/verification of the Form of Acceptance shall also be provided otherwise the Form of Acceptance shall be liable for rejection.
- ii. It shall be the responsibility of the Shareholders tendering in the Exit Offer to obtain all requisite approvals (including corporate, statutory or regulatory approvals), if any, prior to tendering in the Exit Offer, and the Resolution Applicant shall take no responsibility for the same. The Shareholders should attach a copy of any such approvals to the Form of Acceptance, wherever applicable.
- iii. The equity shares to be acquired under the Exit Offer should be free from all liens, charges and encumbrances and together with all rights attached thereto.
- iv. Such other documents as may be specified in the Form of Acceptance/Exit Offer Letter/Depository Instructions Slip (DIS)/any other document which the Newage Intermediaries LLP is required. These documents shall be sent either by hand delivery on weekdays or by registered post to the Company so as to reach on or before the closure of the Offer period i.e. not later than Friday, 15<sup>th</sup> November 2024

Name	Address	Contact Person	Contact No./ Email Id
Newage Intermediaries LLP	5 Floor GRD, Plot 251, Tanibai Niwas David S Baretto Road, Wadala Railway Station, Wadala Mumbai City Maharashtra- 400031	Mr. Vishal Pankaj Dedhia	9320060422  newageintermediariesllp@gmail.com

## **VI. PAYMENT OF CONSIDERATION:**

- a) Upon fulfillment of the terms and conditions mentioned herein and receipt of the requisite regulatory approvals (if any), the consideration for shares will be paid by the Resolution Applicant by way of cheque/pay order/demand draft/electronic credit, as the case may be. The cheque / pay order / demand drafts will be dispatched to the Shareholders participating in the exit offer, at their own risk, by way of speed post/ registered post.
- b) The Offer Period shall commence from Monday, 11<sup>th</sup> November, 2024 and will close on Friday, 15<sup>th</sup> November, 2024, and the consideration for aforesaid Shares shall be settled on or before Monday, 19<sup>th</sup> November, 2024.
- c) In case of joint holders, the cheque / pay order / demand draft will be drawn in favour of the first named holder.
- d) In case of any defect in Form of Acceptance or DIS, the relevant documents will be returned to the Shareholders by speed post / registered post at the shareholders' risk.

## **VII. GENERAL DISCLAIMER**

Every person who desires to avail of the 'Exit Offer' may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Resolution Applicant whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such offer and tender of Equity Shares through this offer whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever. We solicit your positive response to the above offer.

Thanking You,  
Yours Faithfully,

**For *Newage Intermediaries LLP***

**Sd/-**

**Vishal Pankaj Dedhia**  
**Designated Partner**  
**DIN: 00728370**  
**(Resolution Applicant)**

**Place: New Delhi**  
**Date: 04.11.2024**

Encl:

1. Form of Acceptance
2. Depository Client Master